

STATE OF ILLINOIS)
)
COUNTY OF LAKE)

SS

RECORDATION NO. *6859-F* Filed & Recorded


OCT 20 1975-8 45 AM

INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Arthur B. Hillman, III, a Notary Public in and for said County, states that he compared the attached copy of the Fourth Supplemental Equipment Trust Agreement dated the 8th day of October, 1975, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and notarial seal this 13th day of October, 1975.



Notary Public
(My Commission expires April 2, 1978)

THIS FOURTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT.
dated October 8, 1975, by and between UNION TANK CAR COMPANY,
a corporation duly organized and existing under the laws
of the State of Delaware (the "Company"), and HARRIS TRUST
AND SAVINGS BANK, a corporation duly organized and existing
under the laws of the State of Illinois, as Trustee (the
"Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed
and delivered to the Trustee an Equipment Trust Agreement
dated as of January 15, 1973 (the "Trust Agreement"), providing
for an issue of its Equipment Trust Certificates (Series 9)
(the "Trust Certificates"), in aggregate principal amount
of \$25,000,000; and

WHEREAS, the Company has filed with the Trustee its
Request for a Substitution of Equipment pursuant to Section
5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03
of the Trust Agreement by the execution of a supplement
thereto, to evidence the inclusion of the aforesaid Equipment
as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of
the sum of One Dollar to it duly paid by the Trustee at the
execution of these presents, the receipt whereof is hereby
acknowledged, the Company covenants and agrees with the
Trustee for the equal and proportionate benefit of the
respective holders from time to time of the Trust Certificates,
as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Fourth Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Fourth Supplemental Equipment Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Fourth Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Fourth Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.


UNION TANK CAR COMPANY

By 
Vice President

Attest:


Assistant Secretary

HARRIS TRUST AND SAVINGS BANK

By 
Vice President

Attest:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

On the 8th day of October, 1975, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 90 Half Day Rd., Lincolnshire, Ill.; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On the 10TH day of October, 1975, before me personally came E. W. GOOCH, to me known, who being by me duly sworn, did depose and say that he resides at 325 S. EDGEWOOD LAGRANGE, IL 60525; that he is a Vice President of HARRIS TRUST AND SAVINGS BANK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.


Notary Public

J. M. MOENNICH, NOTARY PUBLIC
IN AND FOR THE STATE OF ILLINOIS,
COUNTY OF COOK.
My Commission Expires September 2, 1979

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	TP	23,500	74247
1	TP	23,500	74248
1	TP	23,500	74251
1	TP	23,500	74253
1	TP	26,000	37375
1	TP	26,000	37378
1	TP	26,000	37382
<u>1</u>	TP	26,000	37376
8			

All Trust Equipment is lettered UTLX except where otherwise indicated.

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	GT	Rotary Dump	100269
1	GT	Rotary Dump	100277
1	GT	Rotary Dump	100278
1	GT	Rotary Dump	100299
1	GT	Rotary Dump	100304
1	GT	Rotary Dump	100314
1	GT	Rotary Dump	100320
1	TM	20,000	638
1	TM	20,000	641
1	TM	20,000	47808
1	TM	20,000	47855
1	TM	30,000	48354
1	TM	20,000	58803
1	TMI	23,500	75086
1	TMI	23,500	76096
<u>15</u>			

All Trust Equipment is lettered UTLX except for the Rotary Dump Cars which are lettered UNPX.